NY-371148 v2 0801015-0940

UNITED STATES DISTRICT COURT DISTRICT OF MASSACHUSETTS JAGUAR CARS, A Division of the Ford Motor Company, Civ. No. 03CV12532RGS Plaintiff, STIPULATION AND ORDER OF DISMISSAL OF REMAINING - against -COUNTERCLAIMS LEE IMPORTED CARS, INC., Defendant. IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned parties, that (i) all of defendant's remaining counterclaims that were not dismissed by this Court's Memorandum and Order dated May 18, 2004, are hereby dismissed with prejudice and without costs to any party; and (ii) final judgment may now be entered in this action based on the Memorandum and Order dated May 18, 2004 and this stipulation and order. Dated: July 25, 2005 JAGUAR CARS, A DIVISION OF THE LEE IMPORTED CARS, INC., d/b/a/ LEE FORD MOTOR COMPANY, JAGUAR, By its attorneys, By its attorneys, Jason A. Manekas, Esq. John J. Sullivan Admitted Pro Hac Vice BERNKOPF, GOODMAN & BASEMAN 599 Lexington Avenue LLP New York, New York 10022-6030 125 Summer Street (212) 536-3900 Boston, Massachusetts 02110-1621 (617) 790-3000 and

KIRKPATRICK & LOCKHART NICHOLSON GRAHAM LLP Sarah C. Kellogg (BBO# 637530) 75 State Street Boston, Massachusetts 02109 (617) 261-3100

Attorneys for Jaguar Cars, a Division of the Ford Motor Company

SO ORDERED this ___ of July, 2005.

UNITED STATES DISTRICT JUDGE